

**BAKER & HOSTETLER LLP**

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*Attorneys for Irving H. Picard, Trustee for the  
Substantively Consolidated SIPA Liquidation  
of Bernard L. Madoff Investment Securities LLC  
and the estate of Bernard L. Madoff*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION  
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT  
SECURITIES LLC,

Defendant.

Adv. Pro. No. 08-01789 (SMB)

SIPA Liquidation

(Substantively Consolidated)

In re:  
BERNARD L. MADOFF,

Debtor.

IRVING H. PICARD, Trustee for the Liquidation  
of Bernard L. Madoff Investment Securities LLC  
and the Estate of Bernard L. Madoff,

Plaintiff,

v.

CITIBANK, N.A., CITIBANK NORTH  
AMERICA, INC., AND CITIGROUP GLOBAL  
MARKETS LIMITED,

Defendant.

Adv. Pro. No. 10-05345 (SMB)

**DECLARATION OF SEANNA R. BROWN IN SUPPORT OF THE TRUSTEE'S  
MOTION FOR LEAVE TO FILE AN AMENDED COMPLAINT**

I, Seanna R. Brown, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I am a member of the New York Bar and a partner at Baker & Hostetler LLP, counsel for plaintiff Irving H. Picard, as trustee (the "Trustee") for the substantively consolidated liquidation of the business of Bernard L. Madoff Investment Securities LLC under the Securities Investor Protection Act, 15 U.S.C. §§ 78aaa, *et seq.*, and the estate of Bernard L. Madoff.

2. As an attorney of record in these proceedings, I am fully familiar with the facts set forth herein based either upon my own personal knowledge or upon information conveyed to me.

3. I make this declaration to provide relevant information in connection with the Trustee's Motion for Leave to File an Amended Complaint (the "Motion").

4. On November 21, 2018, the parties stipulated and agreed to a briefing schedule for the filing of the Trustee's Motion. The parties stipulated and agreed that the Trustee would file his Motion on or before December 14, 2018 and that defendants Citibank, N.A. and Citicorp North America, Inc. ("Defendants") would file their opposition on or before March 12, 2019. The parties further agreed that the Trustee would file a reply on or before May 7, 2019.

5. Attached hereto as **Exhibit A** is the Trustee's proposed Amended Complaint ("PAC") for review by the Court. The PAC alleges additional facts regarding the subsequent transfers sought to be recovered, as further discussed in the accompanying Memorandum of Law in Support of the Trustee's Motion for Leave to File an Amended Complaint.

6. Attached hereto as **Exhibit B** is the Trustee's complaint in the adversary proceeding *Picard v. Tremont Group Holdings, Inc. (In re BLMIS)*, Adv. Pro. No. 10-05310, ECF No. 1 (Bankr. S.D.N.Y. Dec. 7, 2010), which is incorporated by reference in the Trustee's Motion and PAC.

7. Attached hereto as **Exhibit C** is the Trustee's Proposed Order in connection with the Motion.

8. No prior application or motion for similar relief has been made to this or any other court.

I hereby declare under penalty of perjury that the foregoing statements made by me are true and correct.

Executed on the 14th day of December, 2018, at New York, New York.

/s/ Seanna R. Brown

Seanna R. Brown